

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.



CHINA BEST GROUP HOLDING LIMITED

國華集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 370)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“SGM”) of the shareholders of China Best Group Holding Limited (the “**Company**”) will be held at 11 a.m. on Wednesday, 17 February 2016 at 26/F, World-Wide House, 19 Des Voeux Road Central, Central, Hong Kong for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. **“THAT:**

- (i) the loan agreement dated 2 November 2015 (as supplemented and amended by a supplemental agreement dated 16 December 2015 and from time to time) (copies of which have been produced to the SGM marked “A” and signed by the Chairman of the SGM for the purpose of identification) entered into between China Best Finance Limited, a wholly-owned subsidiary of the Company, as lender, Anli Holdings Limited as borrower and Mr. Wong Wai Hong as guarantor (the “**Loan Agreement**”) in relation to the provision of a loan in the principal amount of HK\$40,000,000 and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and

* *For identification purpose only*

- (ii) any one or more of the directors of the Company (the “**Directors**”) be and is/are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company which he/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of the Loan Agreement and the transactions contemplated thereunder and all acts by the Director(s) as aforesaid be and is/are hereby approved, ratified and confirmed.”

2. “**THAT:**

- (i) the finance lease agreement dated 2 November 2015 (as supplemented and amended by a supplemental agreement dated 16 December 2015 and from time to time) (copies of which have been produced to the SGM marked “B” and signed by the Chairman of the SGM for the purpose of identification) entered into between 融金達融資租賃有限公司 (Rongjinda Finance Leasing Limited*) as purchaser/lessor and 地上鐵租車 (深圳) 有限公司 (Dishangtie Zuche (Shenzhen) Company Limited*) (“**Dishangtie**”) as vendor/lessee (the “**Finance Lease Agreement**”) in relation to the sale and purchase of the leased assets set out in the Finance Lease Agreement for a total consideration of RMB115,000,000 (equivalent to approximately HK\$138,000,000) and the lease back of such leased assets to Dishangtie for a term of 36 months and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed; and
- (ii) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company which he/they consider(s) necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the terms of the Finance Lease Agreement and the transactions contemplated thereunder and all acts by the Director(s) as aforesaid be and is/are hereby approved, ratified and confirmed.”

By Order of the Board
China Best Group Holding Limited
Mr. Li Yang
Deputy Chairman

Hong Kong, 25 January 2016

The figures in RMB are converted into HK\$ at the rate of RMB1: HK\$1.20 in this notice for indicative purpose only.

As at the date of this notice, the Board comprises three executive Directors, namely Mr. Tan Xiangdong, Mr. Li Yang, Mr. Wang Jian and three independent non-executive Directors, namely Mr. Chan Fong Kong Francis, Mr. Chen Zhenguo and Mr. Li Yu.

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place of business in Hong Kong:

26/F, World-Wide House
19 Des Voeux Road Central
Central, Hong Kong

Notes:

1. In accordance with the relevant requirements under the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and for good corporate governance practice, the Chairman of the SGM will direct that each of the resolutions set out in the notice of the SGM be voted on by poll. The results of the poll will be published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk) respectively.
2. A member of the Company entitled to attend and vote at the SGM is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the SGM. A proxy need not be a member of the Company.
3. In order to be valid, the form of proxy must be deposited at the Company’s branch share registrar, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong together with the power of attorney or other authority (if any) under which it is signed or certified copy of such power of attorney or authority, not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
4. A form of proxy for use in connection with the SGM is enclosed and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.cbgroup.com.hk) respectively.